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RECORDATION NO. 16689-N, O, & P

JUL 14 1995 12 15 PM

INTERSTATE COMMERCE COMMISSION

TELECOPIER (202) 371-0900

July 14, 1995

#63.00 filing fee

Recordation No. 16689-N, O, and P

Dear Mr. Williams:

On behalf of First Security Bank of Utah, N.A., I submit for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder, executed counterparts of three secondary documents, not previously recorded. The first of the three documents is entitled Security Agreement and Trust Indenture Supplement No. 4 and is to be recorded under Recordation No. 16689-N. The second of the two documents is entitled Security Agreement and Trust Indenture Supplement No. 5 and is to be recorded under Recordation No. 16689-P. The third of the three documents is entitled Security Agreement and Trust Indenture Supplement No. 6 and is to be recorded under Recordation No. 16689-P. All three documents are dated as of March 20, 1995 (hereinafter together referred to as "Supplements").

The parties to all three of the enclosed Supplements are:

First Security Bank of Utah, N.A. - OWNER TRUSTEE/SECURED PARTY
79 South Main Street
Salt Lake City, Utah 84111-0007

Bank of America Illinois - INDENTURE TRUSTEE/DEBTOR
231 South LaSalle Street
Chicago, IL 60697

The said Supplements each act to change the identification numbers of certain units in Schedule A of that certain Security Agreement and Trust Indenture (as supplemented) dated as of December 14, 1989 between the above parties, filed and recorded with the Interstate Commerce Commission December 28, 1989 under 16689-B.

The units of equipment covered by the Supplements are, as to Supplement No. 4, three (3) units identified in Schedule A thereof, as to Supplement No. 5, fifteen (15) units identified in Schedule A thereof and as to Supplement No. 6, fourteen (14) units identified in Schedule A thereof.

A short summary for each of the three Supplements to appear in the ICC Index is as follows:

"Change of identification numbers for some units in Security Agreement and Trust Indenture under 16689-B."

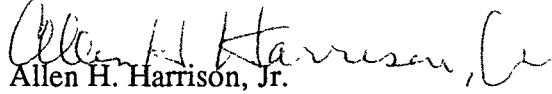
Enclosed is a check in the amount of sixty-three dollars (\$63.00) in payment of the filing fees.

RECEIVED
OFFICE OF THE
SECRETARY
JUL 14 12 12 PM '95
LICENSING BRANCH

Counterparts-

Once the filings have been made, please return to bearer the stamped counterparts of the documents not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.
*Attorney for the purpose of this
filing for First Security Bank
of Utah, N.A.*

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures
8310-020
BY HAND

16689-0

RECORDATION NO. 16689-0
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INTERSTATE COMMERCE COMMISSION

SECURITY AGREEMENT AND TRUST INDENTURE
SUPPLEMENT NO. 5

SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 5
("INDENTURE SUPPLEMENT NO. 5") dated as of March 20, 1995, between FIRST
SECURITY BANK OF UTAH, N.A., a national banking association, not individually but
solely as Owner Trustee ("Owner Trustee") under RAIL TRUST NO. 89-7, and BANK OF
AMERICA ILLINOIS ("Indenture Trustee").

WHEREAS, Owner Trustee and Indenture Trustee are parties to a Security
Agreement and Trust Indenture ("Trust Indenture") as supplemented, dated as of
December 14, 1989, between Owner Trustee and Indenture Trustee, which was filed and
recorded with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section
11303 (a) on December 28, 1989, and given Recordation No. 16689-B; and

WHEREAS, Section 3.6 of the Trust Indenture provides that, upon the concurrence
of both the Owner Trustee and the Indenture Trustee, the Owner Trustee shall exercise any
right conferred upon the Owner Trustee to terminate, amend, supplement, waive or modify
the Lease (defined herein below) pursuant to Section 22.7 thereof; and

WHEREAS, the Owner Trustee, as Lessor, leased to GE Capital Railcar Associates,
Inc., (the "Lessee"), as assignee to the interest of ITEL Rail Corporation, one hundred twenty-
one (111) units of railroad equipment pursuant to an Equipment Lease Agreement (the
"Lease") as supplemented, dated as of December 14, 1989 between the Owner Trustee, as
Lessor, and the Lessee, which was filed and recorded with the Interstate Commerce

Commission ("ICC") pursuant to 49 U.S.C. Section 11303 (a) on December 28, 1989, and given Recordation No. 16689; and

WHEREAS, the Lease requires the Owner Trustee and the Lessee to file periodic supplement to the Lease to reflect changes in the reporting marks of certain of the units of Equipment; and

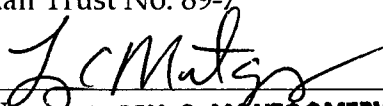
WHEREAS, to perfect the security interest granted to the Indenture Trustee under the Trust Indenture, the Trust Indenture requires the Owner Trustee to file periodic supplements to the Trust Indenture to reflect the same changes in reporting marks of certain of the units of Equipment set forth in periodic supplements to the Lease.

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Trust Indenture, the parties hereby agree as follows:

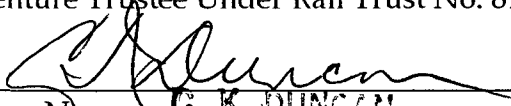
1. All capitalized terms used herein shall have the meanings ascribed to them in the Trust Indenture, unless otherwise stated.
2. The Trust Indenture is hereby supplemented as follows:
 - (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1993 to December 31, 1993.

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused this Indenture Supplement to be executed on their behalf by their respective duly authorized officers.

FIRST SECURITY BANK OF UTAH, N.A.,
not individually but solely as Owner Trustee
under Rail Trust No. 89-7

By 
Name: **LARRY C MONTGOMERY**
Title: **Trust Officer**

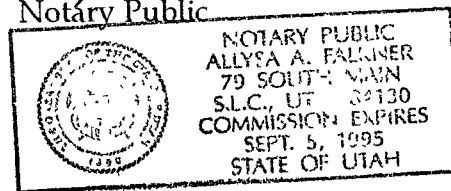
BANK OF AMERICA ILLINOIS
Indenture Trustee Under Rail Trust No. 89-7

By 
Name: **G. K. DUNCAN**
Title: **Vice President**

STATE OF UTAH)
) SS.
COUNTY OF SALT LAKE)

On this 5th day of July, 1995, before me personally appeared **LARRY C MONTGOMERY**, personally known to me to be the person who executed the within instrument as a Trust Officer of FIRST SECURITY BANK OF UTAH, N.A., and acknowledged to me that the corporation executed it.

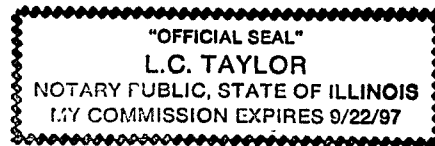
Allysa A Faller
Notary Public



STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 10th day of July, 1995, before me personally appeared **C. K. DUNCAN**, personally known to me to be the person who executed the within instrument as a Vice President of BANK OF AMERICA ILLINOIS, and acknowledged to me that the corporation executed it.

L.C. Taylor
Notary Public



SECURITY AGREEMENT AND TRUST INDENTURE
SUPPLEMENT NO. 5
TO ITEL RAIL TRUST NO. 89-7

SCHEDULE A

Remarks for Period 1/1/93 to 12/31/93

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
KBSR	026820	ITLX	021125
KBSR	026826	ITLX	021126
KBSR	026827	ITLX	021127
WICT	041053	WSOR	041053
WICT	041075	WSOR	041075
WICT	041086	WSOR	041086
WICT	041089	WSOR	041089
WICT	041197	WSOR	041197
WICT	041052	WSOR	041052
WICT	041078	WSOR	041078
WICT	041095	WSOR	041095
WICT	041098	WSOR	041098
WICT	041079	WSOR	041079
WICT	041083	WSOR	041083
WICT	041084	WSOR	041084